

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BILLY RAY STRITE, ARCHITECT, P.A.

was filed in the office of the Secretary of State on **January 4th**, 19**79**
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the county of **Ada**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this **4th**
day of **January**, A.D., 19 **79**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

RECEIVED

1979 JAN 4 AM 8 48

ARTICLES OF INCORPORATION

SECRETARY OF
OF STATE

BILLY RAY STRITE, ARCHITECT, P. A.

The undersigned has adopted these Articles of Incorporation for the purpose of forming a professional corporation under the laws of the State of Idaho, and does hereby certify:

ARTICLE I

NAME

The name of this corporation is "BILLY RAY STRITE, ARCHITECT, P. A."

ARTICLE II

PURPOSE

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice of architecture as the same is now or hereafter may be defined by statute, rule and regulation.

The professional services involved in the corporation's practice of said profession may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice said profession in the State of Idaho.

This corporation shall not engage in any business other than the practice of said profession. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III

OFFICE

The registered office of this corporation and the principal place for

LAW OFFICES
MATTHEWS, LEE & WILSON
777 NORTH FOURTH STREET
POST OFFICE BOX 1544
BOISE, IDAHO 83701

1 the transaction of its business is hereby designated as 2660 Grover Court,
2 Boise, Idaho 83705.

3 ARTICLE IV

4 DURATION

5 This corporation shall have perpetual existence.

6 ARTICLE V

7 CAPITAL STOCK

8 The amount of the capital stock of this corporation is FIFTY THOUSAND
9 DOLLARS (\$50,000.00) divided into fifty thousand (50,000) shares of common
10 stock at ONE DOLLAR (\$1.00) par value.

11 ARTICLE VI

12 DIRECTORS

13 The number of directors of this corporation shall be as provided by
14 the bylaws, and, initially this corporation shall have a board of one director.

15 ARTICLE VII

16 BOARD OF DIRECTORS

17 The name and post office address of the first Board of Directors,
18 who, subject to the provisions of the bylaws and these articles of incorpora-
19 tion, shall hold office for the first year of the corporation's existence or
20 until his successor is elected and has qualified, is as follows:

21 Billy Ray Strite 2660 Grover Court
Boise, Idaho 83705

22 ARTICLE VIII

23 STOCKHOLDERS

24 The stock of this corporation may be issued, owned and registered
25 only in the name or names of an individual or individuals who are duly
26 authorized and licensed to practice said profession in the State of Idaho
27 and who are employees, officers or agents of this corporation. In the event
28 that a stockholder:

(a) becomes disqualified to practice said profession in this state, or

(b) accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services, or

(c) ceases to be an employee, officer or agent of the corporation, or

(d) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these articles, or the bylaws of this corporation, or

(e) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which value shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeit and is cancelled by the corporation shall forthwith cease to be an employee, officer, director or agent of the corporation and, except to receive payment for his stock in accordance with the

1 foregoing, and payment of any other sums then lawfully due and owing to
2 said stockholder by the corporation, such stockholder shall then and thereafter
3 have no further financial interest of any kind in this corporation.

4 ARTICLE IX

5 DEATH OF STOCKHOLDER

6 Upon the death of a stockholder his stock shall be subject to purchase
7 by the corporation or by the other stockholders at such price and upon
8 such terms and conditions and in such manner as may be provided for
9 in the bylaws of this corporation, in a manner consistent with law and
10 these articles.

11 ARTICLE X

12 SALE OF STOCK

13 No stockholder of this corporation may sell or transfer any of
14 such stockholder's shares of stock in this corporation except to another
15 individual who is then duly authorized and licensed to practice said
16 profession in the State of Idaho and then only after the proposed sale or
17 transfer shall have been first approved at a stockholders' meeting specially
18 called for such purpose, by such proportion, not less than a majority, of
19 the outstanding stock, excluding the shares of stock proposed to be sold
20 or transferred, as may be provided from time to time in the bylaws. In
21 such stockholders' meeting, the shares of stock proposed to be sold or
22 transferred may not be voted or counted for any purpose.

23 The corporation's shareholders are specifically authorized from time
24 to time to adopt bylaws not inconsistent herewith restraining the alienation
25 of shares of stock of this corporation and providing for the purchase or
26 redemption by the corporation of its shares of stock.

27 ARTICLE XI

28 REGULATION OF BUSINESS

In furtherance of and not in limitation of the powers conferred by

1 statute, the following specific provisions are made for the regulation of
2 the business and conduct of the affairs of the corporation:

3 1. Subject to such restrictions, if any, as are herein expressed
4 and such further restrictions, if any, as may be set forth in the bylaws,
5 the Board of Directors shall have the general management and control of
6 of the business and may exercise all of the powers of the corporation,
7 except such as may be by statute, or by the articles of incorporation
8 or amendment thereto, or by the bylaws as constituted from time to time,
9 expressly conferred upon or reserved to the stockholders.

10 2. The corporation shall have such officers as may from time to
11 time be provided in the bylaws, and such officers shall be designated in
12 such manner and shall hold offices for such terms and shall have such
13 powers and duties as may be prescribed by the bylaws or as may be
14 determined from time to time by the Board of Directors, subject to the
15 bylaws.

16 3. No contract or other transaction between the corporation and
17 any other firm, association or corporation shall be affected or invalidated
18 by the fact that any one or more of the directors of the corporation is or
19 are interested in or is a member, director or officer or are members,
20 directors or officers of such firm or corporation, and any director or
21 directors individually or jointly may be a party or parties to or may be
22 interested in any contract or transaction of the corporation or in which the
23 corporation is interested; and no contract, act or transaction of the corpora-
24 tion with any person, firm, association or corporation shall be affected or
25 invalidated by the fact that any director or directors of the corporation is
26 a party or are parties to or interested in such contract, act or transaction,
27 or in any way connected with such person, firm, association or corporation,
28 and each and every person who may become a director of the corporation

LAW OFFICES
MATTHEWS, LEE & WILSON
777 NORTH FOURTH STREET
POST OFFICE BOX 1544
BOISE, IDAHO 83701

1 is hereby relieved from any liability that might otherwise exist from
2 contracting with the corporation for the benefit of himself or any firm,
3 association or corporation in which he may in any way be interested;
4 provided, however, that no shareholder, director or officer may be
5 simultaneously an officer, director or shareholder of any other professional
6 corporation.

7 ARTICLE XII

8 SUBSCRIBERS

9 The amount of the capital stock actually subscribed is one hundred
10 (100) shares by the person whose residence is herein set forth:

11 Billy Ray Strite 100 shares

12 ARTICLE XIII

13 AMENDMENTS

14 This corporation reserves the right to amend, alter, change or repeal
15 any provision contained herein in the manner now or hereafter prescribed
16 by law, and all rights conferred on stockholders herein are granted subject
17 to this reservation.

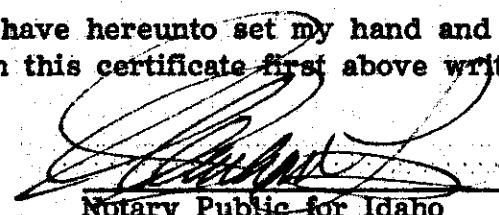
18 IN WITNESS WHEREOF, the subscriber has signed these Articles of
19 Incorporation.

20 
Billy Ray Strite

21 STATE OF IDAHO)
22 : ss
23 County of Ada)

24 On this 27th day of December, 1978, before me, the undersigned,
25 a notary public in and for the State of Idaho, personally appeared BILLY
26 RAY STRITE, known to me to be the person whose name is subscribed to
27 the within and foregoing Articles of Incorporation, and acknowledged to
28 me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho